



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-2(c)

HALPERIN BATTAGLIA RAICHT, LLP

555 Madison Avenue, 9th Floor
New York, New York 10022
(212) 765-9100
(212) 765-0964 Facsimile
Donna H. Lieberman, Esq.
Carrie E. Mitchell, Esq.

COLE SCHOTZ MEISEL

FORMAN & LEONARD, P.A.

Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, New Jersey 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
Ilana Volkov, Esq.
Felice R. Yudkin, Esq.
Co-Counsel for the Class 10 Liquidation Trust

In the Matter of:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,

Reorganized Debtors.

Chapter 11

Case No. 08-14631 (GMB)

Judge: Gloria M. Burns

**THIRD ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S
MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE
BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN
CLAIMS AND GRANTING RELATED RELIEF**

**(Filed Claim Numbers: 7, 173, 301, 395, 463, 537; Scheduled Numbers: 632003170,
632005960, 632006860, 632008030, 632010190, 632010200, 632010310, 632011340,
633002150, 634000660, 635001280, 635001480)**

The relief set forth on the following pages, numbered two (2), and three (3) is
hereby **ORDERED**.

DATED: 4/14/2011

45765/0003-7533067v1


Honorable Gloria M. Burns
United States Bankruptcy Court Judge

Page (2)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No.: 08-14631 (GMB)

Caption of Order: THIRD ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN CLAIMS AND GRANTING RELATED RELIEF

THIS MATTER having been brought before the Court by the Class 10 Liquidation Trust (the "Trust") of Shapes/Arch Holdings, L.L.C., *et al.*, the above-captioned reorganized debtors, upon a motion (the "Motion") for an order disallowing certain claims, as more fully set forth in the Motion and the exhibits thereto, pursuant to §§ 105 and 502(d) of Title 11 of the United States Code, as amended, and Rule 3007 of the Federal Rules of Bankruptcy Procedures; and having been adjourned from time to time; and the Court having entered an Order dated August 4, 2010 resolving the Motion with respect to certain of the claims; and the Trust having modified the exhibits to this Order to reflect, as to remaining claims, (i) further adjournments of the Motion with respect to any party as to whom the Trust has not yet resolved its avoidance claims; (ii) withdrawal of the Motion with respect to any party with whom the Trust has reached a settlement of avoidance claims that does not include a waiver of general unsecured claims or with respect to any party against whom the Trust has dismissed its avoidance action without such a waiver, and (iii) those parties with whom the Trust has reached a settlement of avoidance claims that includes a waiver of unsecured claims; and upon the affidavit of service of the Motion indicating that due and proper service was made upon, among others, the holders of claims subject to the Motion, and upon the record taken before me, and no adverse interest being represented and for good cause, it is

ORDERED, that the Motion is adjourned until July 11, 2011 at 10:00 a.m. with respect to the claims set forth on Exhibit A hereto, and objections to the adjourned Motion are due on or before July 5, 2011 at 5:00 p.m.

ORDERED, that the Motion is withdrawn with respect to the claims set forth on Exhibit B hereto.

Page (3)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No.: 08-14631 (GMB)

Caption of Order: THIRD ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN CLAIMS AND GRANTING RELATED RELIEF

ORDERED, that the Motion is granted with respect to the claims set forth on **Exhibit C** hereto, and the claims identified as “claims to be expunged” on Exhibit C are hereby disallowed and expunged.

ORDERED, that notwithstanding the Claims Objection Deadline (as defined in the Motion) nothing herein shall preclude the Trust from filing additional or supplemental objections to the Disputed Claims (as defined in the Motion) on additional or alternative factual or legal grounds.

EXHIBIT A

Adjourned Objections pursuant to § 502(d)

<u>Name and Address of Claimant</u>	<u>Claims to be Expunged</u>	<u>Claim Amount</u>	<u>Additional Notice Parties</u>
NORTHEAST METAL TRADERS, INC. IRA R. DEICHES, ESQ. DEICHES & FERSCHMANN, P.C. 25 WILKINS AVENUE HADDONFIELD, NJ 08033	488 Scheduled	\$11,493.65 \$227,977.12	DAVID L. BRAVERMAN, ESQ. SCOTT SHECTMAN, ESQ. BRAVERMAN KASKEY, P.C. ONE LIBERTY PLACE 1650 MARKET STREET, 56TH FLOOR PHILADELPHIA, PA 19103

EXHIBIT B

Withdrawn Objections

<u>Name and Address of Claimant</u>	<u>Claims to be Expunged</u>	<u>Claim Amount</u>	<u>Reason</u>
CROWN CREDIT COMPANY P.O. BOX 640352 CINCINNATI, OH 45264-0352	Scheduled Scheduled	\$273.15 \$3,670.33	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
GRABELL, STEVEN C/O ASHELY CHAN, ESQUIRE HANGLEY ARONCHICK SEGAL & PUDLIN 20 BRACE ROAD, SUITE 201 CHERRY HILL, NJ 08034-2634	641	\$2,021,274.00	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
HOUGHTON METAL FINISHING 1075 WINDWARD RIDGE PKWY SUITE 180 ALPHARETTA, GA 30005	Scheduled	\$74,633.62	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
HOUSEHOLD METALS, INC 645 E. ERIE AVE. PHILADELPHIA, PA 19134 ATTN: DAWN WILBEKIATIS	Scheduled	\$26,694.15	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
(INGERSOLL RAND d/b/a) SCHLAGE LOCK COMPANY 75 REMITTANCE DRIVE STE 6079 CHICAGO, IL 60675-6079	Scheduled	\$5,005.04	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
KENDALL, HELENE C/O KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS 260 S. BROAD STREET PHILADELPHIA, PA 19102	599 Scheduled	\$1,551,110.01 \$1,512,389.98	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
METAL KOTING 1430 MARTIN GROVE ROAD ATTN: TONY FARRUGIA REXDALE, ON M9W 4Y1 CANADA	Scheduled	\$73,653.48	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
POLYONE CORP DEPT CH 10489 ATTN: DEBBIE NOSKI PALATINE, IL 60055-0489	Scheduled	\$164,813.78	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.

SORENSEN, PAUL JR. 508 LEONARD LANE MULLICA HILL, NJ 08062	643	\$650,000.00	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
UNEEDA BOLT & SCREW CO INC 10 CAPITOL DRIVE MOONACHIE, NJ 07074 ATTN: ELI BRICKMAN, PRES.	777 Scheduled	\$149,217.14 \$126,985.68	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
VERIZON WIRELESS NORTHEAST PO BOX 3397 BLOOMINGTON, IL 61701	691 901	\$4,408.43 \$660.77	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
VERIZON WIRELESS-PA P.O. BOX 25505 LEHIGH VLY, PA 18002-5505	Scheduled	\$1,187.74	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
WINDOW DEPOT USA 10800 FINANCIAL CENTER PARKWAY #280 LITTLE ROCK, AR 72211 ATTN JIM VENABLE, PRESIDENT	212 Scheduled	\$55,838.83 \$29,799.16	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.

EXHIBIT C

Disallowed and Expunged Claims

<u>Name and Address of Claimant</u>	<u>Claim to be Expunged</u>	<u>Claim Amount</u>
DGI SUPPLY 95 LOUISE DRIVE, SUITE B IVYLAND, PA 18974	Scheduled	\$1,240.83
FITZPATRICK CONTAINER 800 EAST WALNUT STREET NORTH WALES, PA 19454 ATTN: JIM ZEBROWSKI	Scheduled	\$30,103.38
M E B LOGISTICS PO BOX 1644 DOYLESTOWN, PA 18901	Scheduled	\$9,870.69
MELTON TRUCK LINES, INC. 808 N 161ST E. AVE. TULSA, OK 74116 ATTN: LISA M. FAGLEMAN	395 Scheduled	\$139,960.66 \$122,151.71
OILGEAR COMPANY, THE C/O COFACE NORTH AMERICA, INC. 50 MILLSTONE RD., BLDG. 100, STE. 360 EAST WINDSOR, NJ 08520 ATTN AMY SCHMIDT AS AGENT	173 Scheduled	\$23,254.05 \$23,254.05
PREMIER WINDOWS INC. P.O. BOX 62 THURMOND, NC 28683 ATTN: JAMIE CAUDILL, PRESIDENT	537	\$57,406.00
RAPTURE TRAILER, INC. 2411 BIG OAK ROAD LANGHORNE, PA 19047	Scheduled	\$17,170.92
RIVER ROAD RECYCLING 450 37TH ST. PENNSAUKEN, NJ 08110 ATTN: MARK WANG	463 Scheduled	\$33,437.34 \$33,437.34
SHAPES UNLIMITED, INC. 590 E WESTERN RESERVE RD YOUNGSTOWN, OH 44514 ATTN D FISHER, TREASURER	7 Scheduled	\$23,119.72 \$23,119.72

VERIZON P.O. BOX 4833 TRENTON, NJ 08650-4833	Scheduled	\$115.20
VERIZON P.O. BOX 4648 TRENTON, NJ 08650-4648	Scheduled	\$1,170.92
VERIZON P.O. BOX 660748 DALLAS, TX 75266-0748	Scheduled	\$54.70
WAGSTAFF, INC. 3910 N FLORA ROD SPOKANE, WA 99216 ATTN KENDALL B PARKES, CFO	301 Scheduled	\$17,897.50 \$27,252.50